

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
ORLANDO DIVISION

In re:

CARBIDE INDUSTRIES, LLC,

Case No.: 6:14-bk-
Chapter 11

Debtor.

_____/

APPLICATION TO RETAIN
ATTORNEYS AND VERIFIED STATEMENT OF
PROPOSED ATTORNEYS AND DISCLOSURE OF COMPENSATION
PURSUANT TO 11 U.S.C. §§ 327(a), 328(a) AND F.R.B.P 2014 AND 2016(b)

The Debtor applies for an order authorizing the employment of Peter N. Hill and Wolff, Hill, McFarlin & Herron, P.A. (collectively "WHM&H") and says:

1. On August 28, 2014, the Debtor filed for relief under Chapter 11 of the Bankruptcy Code.

2. WHM&H and Peter N. Hill have been selected because they (a) have considerable experience in matters of this nature, and (b) are well-qualified to represent the debtor in possession.

3. The professional services that the attorneys are to render include:

a. advise and counsel the debtor in possession concerning its financial affairs in compliance with Chapter 11 and orders of this court;

b. prosecute and defend any causes of action on behalf of the debtor in possession;

c. prepare, on behalf of the debtor in possession, all necessary applications, motions, reports, and other legal papers in the Chapter 11 case;

d. assist in the formulation of a plan of reorganization and preparation of a disclosure statement;

e. provide all services of a legal nature in the field of bankruptcy law.

4. This application is for WHM&H to serve as general bankruptcy counsel to and for the Debtor.

5. The Debtor has agreed to the proposed arrangement for compensation as set forth in the verified statement and disclosure of compensation below.

6. To the best of the Debtor's knowledge, Peter N. Hill and WHM&H:

a. have no connection with the Debtor other than as its attorneys, creditors, and any other party in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee;

b. do not hold or represent any interest adverse to the estate; and

c. are disinterested persons as is more specifically set forth in the verified statement being filed contemporaneously.

7. The Debtor believes that the employment of these attorneys would be in the best interests of the estate.

Relief Requested

For the reasons stated above, the Debtor requests the entry of an order authorizing the employment of Peter N. Hill and WHM&H as attorneys for the debtor in possession.

Dated this 27th day of August, 2014.

Carbide Industries, LLC

By:


John R. Parrish, Managing Member

**VERIFIED STATEMENT OF
PETER N. HILL IN SUPPORT OF THE DEBTOR'S
APPLICATION TO EMPLOY WOLFF, HILL, MCFARLIN & HERRON, P. A.**

Peter N. Hill submits the following statement in compliance with 11 U. S. C. § 329(a) and F. R. B. P. 2014 and 2016(b) and says:

1. I am an attorney admitted to practice in the State of Florida and before this court. I am a shareholder and employee of Wolff, Hill, McFarlin & Herron, P.A. ("WHM&H"). WHM&H is a Florida professional association engaged in the practice of law.

2. Subject to approval of this Court, the Debtor has agreed to pay compensation to WHM&H for services rendered or to be rendered by WHM&H in connection with this case as follows:

(a) reasonable compensation for actual necessary services rendered by WHM&H, based on the nature, the extent and the value of such services, the time spent on such services, and the cost of comparable services other than in the case under 11 U.S.C. §101 et seq., and

(b) reimbursement for actual, necessary expenses;

(c) A total of \$50,000.00 was paid to WHM&H within one year before bankruptcy by Carbide Industries, LLC, for legal services rendered to the Debtor;

(d) as a condition of representation of the debtor, WHM&H has been paid \$48,283.00 as a retainer to be held in trust and applied against fees and expenses, plus \$1,717.00 to be applied to the filing fee for this case.

3. WHM&H has not agreed to share the compensation with any other entity, other than with members or regular associates of WHM&H.

4. Neither WHM&H nor any of its attorneys;

(a) represents the Debtor in any matters other than this case;

(b) presently represents a creditor, partner, lessor, lessee, party to an executory contract of the Debtor, or person otherwise adverse or potentially adverse to the Debtor or the estate, on any matter, whether such representation is related or unrelated to the debtor or the estate;

(c) has previously represented a creditor, partner, lessor, lessee, party to an executory contract, or person who is otherwise adverse or potentially adverse to the Debtor or the estate, on any matter substantially related to the bankruptcy case;

(d) represents an insider of the Debtor or any affiliate of the debtor;

(e) has any other connection with the Debtor, creditors, or any other parties in interest, direct or indirect, or their respective attorneys and accountants, which may be affected by the proposed representation;

(f) has any connection with the United States Trustee or any person employed in the office of the United States Trustee.

(g) has any other interest, direct or indirect, which may be affected by the proposed representation.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated this 28th day of August, 2014.

/s/ Peter N. Hill
Peter N. Hill
Florida Bar No. 368814
Wolff, Hill, McFarlin & Herron, P.A.
1851 W. Colonial Dr.
Orlando, FL 32804
Telephone: (407) 648-0058
Fax: (407) 648-0681
Email: phill@whmh.com

CERTIFICATE OF SERVICE

I hereby certify that on August 28, 2014, I electronically filed the foregoing with the Clerk of the Court by using the CM/ECF system. I further certify that I mailed the foregoing document by first-class mail to the following non-CM/ECF participants: None

/s/ Peter N. Hill
Peter N. Hill